

# EXHIBIT D

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The Tym Firm  
7120 Carlson Circle, #263  
Canoga Park, CA 91303  
818-836-1428

Attorney for GGW Brands, LLC, GGW Direct, LLC,  
GGW Events, LLC and GGW Magazine, LLC

**SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT**

WYNN LAS VEGAS, LLC dba WYNN  
LAS VEGAS

Judgment Creditor,

v.

JOSEPH FRANCIS,

Judgment Debtor.

Case No.: BS123009

**SECOND SUPPLEMENTAL  
DECLARATION OF CHRIS DALE IN  
SUPPORT OF OPPOSITION TO  
APPOINTMENT OF LIMITED RECEIVER**

**Date:** February 20, 2013  
**Time:** 9:30 a.m.  
**Location:** Department 86  
Stanley Mosk Courthouse  
111 N. Hill St.  
Los Angeles, CA 90012

I, Chris Dale, declare as follows:

1. I make the following declaration of my own personal knowledge and, if called upon, could and would testify competently as follows:

2. I am Manager of Pablo Holdings, LLC (also known as "Pablo Holdings, Limited") and GGW Brands, LLC. As such, I am a custodian of the records of Pablo Holdings, LLC, GGW Brands, LLC and the following wholly owned subsidiaries of GGW Brands, LLC: GGW Magazine, LLC; GGW Direct, LLC and GGW Events, LLC. Such records are kept in the regular course of business, are made at or near the time of the act, condition, or event; and are prepared by persons having knowledge of such act, condition or event.



3. Attached hereto as Exhibit A-1 is a true and correct copy of Operating Agreement of GGW Magazine, LLC (the "GGW Magazine, LLC Operating Agreement") from the business records of GGW Magazine, LLC, evidencing that GGW Brands, LLC is the sole member. Section 8.01 of the GGW Magazine, LLC Operating Agreement evidences that the member acts as sole manager of such entity. Attached hereto as Exhibit A-2 is a true and correct copy of the most recent Statement of Information with respect to GGW Magazine, LLC filed with the California Secretary of State's Office on January 16, 2013, further evidencing that GGW Brands, LLC is the sole manager of GGW Magazine, LLC.

4. Attached hereto as Exhibit B-1 is a true and correct copy of Operating Agreement of GGW Direct, LLC (the "GGW Direct, LLC Operating Agreement") from the business records of GGW Direct, LLC, evidencing that GGW Brands, LLC is the sole member. Section 8.01 of the GGW Direct, LLC Operating Agreement evidences that the member acts as sole manager of such entity. Attached hereto as Exhibit B-2 is a true and correct copy of the most recent Statement of Information with respect to GGW Direct, LLC filed with the California Secretary of State's Office on November 21, 2012, further evidencing that GGW Brands, LLC is the sole manager of GGW Direct, LLC.

5. Attached hereto as Exhibit C-1 is a true and correct copy of Operating Agreement of GGW Events, LLC (the "GGW Events, LLC Operating Agreement") from the business records of GGW Events, LLC, evidencing that GGW Brands, LLC is the sole member. Section 8.01 of the GGW Events, LLC Operating Agreement evidences that the member acts as manager of such entity. Attached hereto as Exhibit C-2 is a true and correct copy of the most recent Statement of Information with respect to GGW Events, LLC filed with the California Secretary of State's Office on November 21, 2012, further evidencing that GGW Brands, LLC is the sole manager of GGW Events, LLC.

6. Attached hereto as Exhibit D-1 is a true and correct copy of the Amended and Restated Operating Agreement of GGW Brands, LLC (the "GGW Brands, LLC Operating Agreement") from the business records of GGW Brands, LLC, evidencing that Pablo Holdings is the sole member. Section 8.01 of the GGW Brands, LLC Operating Agreement evidences that I,



1 Chris Dale, act as manager of such entity. Attached hereto as Exhibit D-2 is a true and correct  
2 copy of the most recent Statement of Information with respect to GGW Brands, LLC filed with  
3 the California Secretary of State's Office on November 21, 2012, further evidencing that I, Chris  
4 Dale, am the sole manager of GGW Brands, LLC.

5 7. Attached hereto as Exhibit E is a true and correct copy of the Operating  
6 Agreement of Pablo Holdings, LLC (the "Pablo Holdings, LLC Operating Agreement") from the  
7 business records of Pablo Holdings, LLC, evidencing that Asia Trust Ltd, as Trustee of the  
8 Ridgewood Global Trust, a trust formed under the laws of the Cook Islands, is the sole member.

9 8. In addition to GGW Brands, LLC, GGW Direct, LLC, GGW Magazine,  
10 LLC and GGW Events, LLC, businesses other than those entities also occupy the 10<sup>th</sup> floor at  
11 10940 Wilshire Blvd., Los Angeles, CA 90024. The Responding Parties only occupy a portion  
12 of such space and occupy such space pursuant to a sublease with an entity other than Responding  
13 Parties.

14 I declare under penalty of perjury of the laws of the State of California that the foregoing  
15 is true and correct. Executed this 28th day of January, 2013, in Los Angeles, California.

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EXHIBIT A-1

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DECLARATION



**OPERATING AGREEMENT OF  
GGW MAGAZINE LLC  
A DELAWARE LIMITED LIABILITY COMPANY**

THIS OPERATING AGREEMENT is made as of this 14<sup>th</sup> day of October, 2010, by GGW BRANDS LLC, a Delaware limited liability company, as the sole member of GGW MAGAZINE LLC, a Delaware limited liability company (the "Company").

NOW, THEREFORE, pursuant to the Act, the following shall constitute the Operating Agreement, as amended from time to time, for GGW Magazine LLC, a Delaware limited liability company.

**ARTICLE 1. DEFINITIONS.**

The following terms used in this Operating Agreement shall have the following meanings (unless otherwise expressly provided herein):

1.01. "Act" means the Delaware Limited Liability Company Act, codified in Delaware Code Annotated, Title 6, Chapter 18, Sections 18 through 101, et. seq.

1.02. "Articles" means the Certificate of Formation for the Company originally filed with the Delaware Secretary of State and as amended from time to time.

1.03. "Capital Contributions" means the amount of money and the fair market value of any property other than money contributed to the Company by the Member with respect to such Member's Membership Interest in the Company.

1.04. "Cash Flow" means with respect to any given period, the cash proceeds received from the Company from the sale, other disposition or refinancing of any or all of the Property (including payments of principal and interest on obligations received by the Company in connection with such sale or other disposition) in excess of amounts necessary to discharge Company obligations with respect to such Property, plus the net income of the Company as determined for federal income tax purposes, increased by cost recovery and other deductions used in determining such net income that do not involve cash expenditures, and decreased by debt service payments, and expenditures required to be capitalized for federal income tax purposes.

1.05. "Code" means the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent superseding federal revenue laws.

1.06. "Company" means GGW Magazine LLC, a Delaware limited liability company.

1.07. "Entity" means any general partnership, limited partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association.

IN WITNESS WHEREOF, the undersigned has caused this Operating Agreement to be executed  
as of the date first set forth above.

"MEMBER":

GGW BRANDS LLC,  
a Delaware limited liability company

By: 

Rafael Bernardino, Jr.,  
its Vice President and Secretary

EXHIBIT A

INITIAL CAPITAL CONTRIBUTION  
AND MEMBERSHIP INTEREST OF MEMBER


<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Membership Interest</u>
GGW Brands LLC 1601 Cloverfield Blvd. Suite 420 South Santa Monica, CA 90404 Attn: Rafael Bernardino, Jr.	\$1,000.00	100%



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EXHIBIT A-2

DECLARATION

 <b>State of California</b> <b>Secretary of State</b>		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>FILED</b>                  Secretary of State                  State of California                  JAN 16 2013             </div>
<b>STATEMENT OF INFORMATION</b> (Limited Liability Company)		
Filing Fee \$20.00. If this is an amendment, see instructions. <b>IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM</b>		
1. LIMITED LIABILITY COMPANY NAME GGW MAGAZINE LLC		
This Space For Filing Use Only		
File Number and State or Place of Organization		
2. SECRETARY OF STATE FILE NUMBER 201029810021	3. STATE OR PLACE OF ORGANIZATION (If formed outside of California) DELAWARE	
No Change Statement		
4. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety. <input type="checkbox"/> If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to item 5.		
Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)		
5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 7120 CARLSON CIRCLE, UNIT 263	CITY CANOGA PARK	STATE CA
		ZIP CODE 91303
6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5	CITY	STATE CA
		ZIP CODE
7. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)	CITY	STATE CA
		ZIP CODE
Name and Complete Address of the Chief Executive Officer, if Any		
8. NAME	ADDRESS	CITY STATE ZIP CODE
Name and Complete Address of Any Manager or Managers, or if None Have Been Appointed or Elected, Provide the Name and Address of Each Member (Attach additional pages, if necessary.)		
9. NAME GGW Brands LLC its Manager	ADDRESS 7120 CARLSON CIRCLE, UNIT 263	CITY CANOGA PARK
		STATE CA
		ZIP CODE 91303
10. NAME	ADDRESS	CITY STATE ZIP CODE
		CITY STATE ZIP CODE
11. NAME	ADDRESS	CITY STATE ZIP CODE
		CITY STATE ZIP CODE
Agent for Service of Process If the agent is an individual, the agent must reside in California and item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and item 13 must be left blank.		
12. NAME OF AGENT FOR SERVICE OF PROCESS PARACORP INCORPORATED		
13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL		
	CITY	STATE CA
		ZIP CODE
Type of Business		
14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY ENTERTAINMENT		
15. THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.		
DATE 11/28/2012	TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM CHRIS DALE	AUTHORIZED PERSON TITLE SIGNATURE
		APPROVED BY SECRETARY OF STATE



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EXHIBIT B-1

DECLARATION



OPERATING AGREEMENT OF  
GGW DIRECT LLC  
A DELAWARE LIMITED LIABILITY COMPANY

THIS OPERATING AGREEMENT is made as of this 14<sup>th</sup> day of October, 2010, by GGW BRANDS LLC, a Delaware limited liability company, as the sole member of GGW DIRECT LLC, a Delaware limited liability company (the "Company").

NOW, THEREFORE, pursuant to the Act, the following shall constitute the Operating Agreement, as amended from time to time, for GGW Direct LLC, a Delaware limited liability company.

ARTICLE 1. DEFINITIONS.

The following terms used in this Operating Agreement shall have the following meanings (unless otherwise expressly provided herein):

1.01. "Act" means the Delaware Limited Liability Company Act, codified in Delaware Code, Annotated, Title 6, Chapter 18, Sections 18 through 101, et. seq.

1.02. "Articles" means the Certificate of Formation for the Company originally filed with the Delaware Secretary of State and as amended from time to time.

1.03. "Capital Contributions" means the amount of money and the fair market value of any property other than money contributed to the Company by the Member with respect to such Member's Membership Interest in the Company.

1.04. "Cash Flow" means with respect to any given period, the cash proceeds received from the Company from the sale, other disposition or refinancing of any or all of the Property (including payments of principal and interest on obligations received by the Company in connection with such sale or other disposition) in excess of amounts necessary to discharge Company obligations with respect to such Property, plus the net income of the Company as determined for federal income tax purposes, increased by cost recovery and other deductions used in determining such net income that do not involve cash expenditures, and decreased by debt service payments, and expenditures required to be capitalized for federal income tax purposes.

1.05. "Code" means the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent superseding federal revenue laws.

1.06. "Company" means GGW Direct LLC, a Delaware limited liability company.

1.07. "Entity" means any general partnership, limited partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association.

1.08. "Initial Capital Contributions" means the amount of Capital Contributions set forth on Exhibit A, attached hereto and incorporated herein.

1.09. "Member" means GGW Brands LLC, a Delaware limited liability company, who is the sole member of the Company.

1.10. "Membership Interest" means the ownership interest of the Member in the Company at any particular time, including the right of such Member to any and all benefits to which such Member may be entitled as provided in this Agreement or the Act, together with the obligations of such Member to comply with all the terms and provisions of this Agreement and the Act. Such Membership Interest of the Member shall, except as specifically provided herein, be the percentage of the aggregate of such benefits or obligations specified in this Agreement as such Member's Percentage Interest.

1.11. "Operating Agreement" means this Operating Agreement as originally executed and as amended from time to time.

1.12. "Percentage Interest" means the percentage interest of GGW Brands LLC, a Delaware limited liability company, which is 100%, as shown on Exhibit A hereof.

1.13. "Person" means any individual or entity, and the heirs, executors, administrators, legal representatives, successors and assigns of such Person, where the context so admits.

1.14. "Property" means all real and personal property, tangible or intangible, owned by the Company.

1.15. "Regulations" means the federal income tax regulations, including temporary (but not proposed) regulations, promulgated under the Code.

1.16. "Substitute Member" means any Person who or which is admitted to the Company as a substitute of the Member.

## ARTICLE 2. FORMATION OF COMPANY.

2.01. Formation. On October 14, 2010, Rafael Bernardino, Jr. organized the Company as a Delaware limited liability company under and pursuant to the Act.

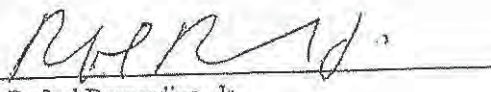
2.02. Name. The name of the Company is GGW Direct LLC.

2.03. Principal Place of Business. The principal place of business of the Company within the State of California shall be 1601 Cloverfield Boulevard, Suite 420 South, Santa Monica, California 90404. The Company may locate its places of business and registered office at any other place or places as the Member from time to time may deem advisable.

IN WITNESS WHEREOF, the undersigned has caused this Operating Agreement to be executed as of the date first set forth above.

"MEMBER":

GGW BRANDS LLC,  
a Delaware limited liability company

By:   
Rafael Bernardino, Jr.,  
its Vice President and Secretary



## EXHIBIT A

INITIAL CAPITAL CONTRIBUTION  
AND MEMBERSHIP INTEREST OF MEMBER

<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Membership Interest</u>
GGW Brands LLC 1601 Cloverfield Blvd. Suite 420 South Santa Monica, CA 90404 Attn: Rafael Bernardino, Jr.	\$1,000.00	100%


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EXHIBIT B-2

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DECLARATION



		<b>State of California</b> <b>Secretary of State</b>		<b>L</b>	
<b>STATEMENT OF INFORMATION</b> (Limited Liability Company)					
Filing Fee \$20.00. If this is an amendment, see instructions.					
<b>IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM.</b>					
1. LIMITED LIABILITY COMPANY NAME  GGW DIRECT LLC 201029810017  7120 CARLSON CIRCLE UNIT 263 CANOGA PARK, CA 91303				<b>ENDORSED - FILED</b> in the office of the Secretary of State of the State of California  NOV 21 2012  This Space For Filing Use Only	
File Number and State or Place of Organization					
2. SECRETARY OF STATE FILE NUMBER 201029810017		3. STATE OR PLACE OF ORGANIZATION (If formed outside of California) DELAWARE			
No Change Statement					
4. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety. <input type="checkbox"/> If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 15.					
Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)					
5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE		CITY	STATE	ZIP CODE	
7120 CARLSON CIRCLE, UNIT 263		CANOGA PARK	CA	91303	
6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5		CITY	STATE	ZIP CODE	
7. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)		CITY	STATE	ZIP CODE	
			CA		
Name and Complete Address of the Chief Executive Officer, if Any					
8. NAME		ADDRESS	CITY	STATE	ZIP CODE
Name and Complete Address of Any Manager or Managers, or If None Have Been Appointed or Elected, Provide the Name and Address of Each Member (Attach additional pages, if necessary.)					
9. NAME		ADDRESS	CITY	STATE	ZIP CODE
GGW Brands LLC, Its Member		7120 CARLSON CIRCLE, UNIT 263	CANOGA PARK	CA	91303
10. NAME		ADDRESS	CITY	STATE	ZIP CODE
11. NAME		ADDRESS	CITY	STATE	ZIP CODE
Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1605 and Item 13 must be left blank					
12. NAME OF AGENT FOR SERVICE OF PROCESS PARACORP INCORPORATED					
13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL		CITY	STATE	ZIP CODE	
			CA		
Type of Business					
14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY ENTERTAINMENT					
15. THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.					
11/21/2012		CHRIS DALE	Authorized Person		
DATE		TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM		SIGNATURE	
LLC-12 (REV 01/2012)					
APPROVED BY SECRETARY OF STATE					



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EXHIBIT C-1

DECLARATION

**OPERATING AGREEMENT OF  
GGW EVENTS LLC  
A DELAWARE LIMITED LIABILITY COMPANY**

THIS OPERATING AGREEMENT is made as of this 14<sup>th</sup> day of October, 2010, by GGW BRANDS LLC, a Delaware limited liability company, as the sole member of GGW EVENTS LLC, a Delaware limited liability company (the "Company").

NOW, THEREFORE, pursuant to the Act, the following shall constitute the Operating Agreement, as amended from time to time, for GGW Events LLC, a Delaware limited liability company.

**ARTICLE 1. DEFINITIONS.**

The following terms used in this Operating Agreement shall have the following meanings (unless otherwise expressly provided herein):

1.01. "Act" means the Delaware Limited Liability Company Act, codified in Delaware Code Annotated, Title 6, Chapter 18, Sections 18 through 101, et. seq.

1.02. "Articles" means the Certificate of Formation for the Company originally filed with the Delaware Secretary of State and as amended from time to time.

1.03. "Capital Contributions" means the amount of money and the fair market value of any property other than money contributed to the Company by the Member with respect to such Member's Membership Interest in the Company.

1.04. "Cash Flow" means with respect to any given period, the cash proceeds received from the Company from the sale, other disposition or refinancing of any or all of the Property (including payments of principal and interest on obligations received by the Company in connection with such sale or other disposition) in excess of amounts necessary to discharge Company obligations with respect to such Property, plus the net income of the Company as determined for federal income tax purposes, increased by cost recovery and other deductions used in determining such net income that do not involve cash expenditures, and decreased by debt service payments, and expenditures required to be capitalized for federal income tax purposes.

1.05. "Code" means the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent superseding federal revenue laws.

1.06. "Company" means GGW Events LLC, a Delaware limited liability company.

1.07. "Entity" means any general partnership, limited partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association.

IN WITNESS WHEREOF, the undersigned has caused this Operating Agreement to be executed as of the date first set forth above.

"MEMBER":

GGW BRANDS LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Rafael Bernardino, Jr.,  
its Vice President and Secretary



**EXHIBIT A**

INITIAL CAPITAL CONTRIBUTION  
AND MEMBERSHIP INTEREST OF MEMBER


<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Membership Interest</u>
GGW Brands LLC 1601 Cloverfield Blvd. Suite 420 South Santa Monica, CA 90404 Attn: Rafael Bernardino, Jr.	\$1,000.00	100%

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EXHIBIT C-2

DECLARATION



 <h2 style="margin: 0;">State of California</h2> <h3 style="margin: 0;">Secretary of State</h3>		<div style="border: 1px solid black; padding: 5px; width: fit-content;">L</div>
<b>STATEMENT OF INFORMATION</b> (Limited Liability Company)		
Filing Fee \$20.00. If this is an amendment, see instructions. <b>IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM</b>		
1. LIMITED LIABILITY COMPANY NAME  GGW EVENTS LLC 201029810014  7120 CARLSON CIRCLE UNIT 263 CANOGA PARK, CA 91303		ENDORSED - FILED in the office of the Secretary of State of the State of California  NOV 21 2012  This Space For Filing Use Only
File Number and State or Place of Organization		
2. SECRETARY OF STATE FILE NUMBER 201029810014	3. STATE OR PLACE OF ORGANIZATION (If formed outside of California) DELAWARE	
No Change Statement		
4. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety. <input type="checkbox"/> If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 15		
Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)		
5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 7120 CARLSON CIRCLE, UNIT 263	CITY CANOGA PARK	STATE CA
		ZIP CODE 91303
6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5	CITY	STATE
		ZIP CODE
7. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)	CITY	STATE CA
Name and Complete Address of the Chief Executive Officer, if Any		
8. NAME	ADDRESS	CITY STATE ZIP CODE
Name and Complete Address of Any Manager or Managers, or if None Have Been Appointed or Elected, Provide the Name and Address of Each Member (Attach additional pages, if necessary.)		
9. NAME GGW Brands LLC its Manager	ADDRESS 7120 CARLSON CIRCLE, UNIT 263	CITY STATE ZIP CODE CANOGA PARK CA 91303
10. NAME	ADDRESS	CITY STATE ZIP CODE
11. NAME	ADDRESS	CITY STATE ZIP CODE
Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1605 and Item 13 must be left blank.		
12. NAME OF AGENT FOR SERVICE OF PROCESS PARACORP INCORPORATED		
13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE CA
Type of Business		
14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY ENTERTAINMENT		
15. THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.		
11/21/2012 DATE	CHRIS DALE TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM	Authorized Person TITLE SIGNATURE
LLC-12 (REV 01/2012)		APPROVED BY SECRETARY OF STATE



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EXHIBIT D-1

DECLARATION

AMENDED AND RESTATED  
OPERATING AGREEMENT  
OF  
GGW BRANDS LLC  
A DELAWARE LIMITED LIABILITY COMPANY

THIS OPERATING AGREEMENT is amended and restated as of this 9th day of November, 2012, by PABLO HOLDINGS LLC, a limited liability company ("Pablo"), as the sole member of GGW BRANDS LLC, a Delaware limited liability company (the "Company").

The Company was formed on October 14, 2010. Rafael Bernardino Jr. was the sole member, but Mr. Bernardino held the interest as nominee for Pablo. Pablo and Mr. Bernardino have terminated the nominee agreement, and Pablo wishes to amend and restate the Operating Agreement to reflect Pablo as the sole Member.

NOW, THEREFORE, pursuant to the Act, the following shall constitute the amended and restated Operating Agreement for GGW Brands LLC, a Delaware limited liability company.

ARTICLE I

DEFINITIONS

The following terms used in this Operating Agreement shall have the following meanings (unless otherwise expressly provided herein):

1.01 "Act" means the Delaware Limited Liability Company Act, codified in Delaware Code Annotated, Title 6, Chapter 18, Sections 18 through 101, *et. seq.*

1.02 "Articles" means the Certificate of Formation for the Company originally filed with the Delaware Secretary of State and as amended from time to time.

1.03 "Capital Contributions" means the amount of money and the fair market value of any property other than money contributed to the Company by the Member with respect to such Member's Membership Interest in the Company.

1.04 "Cash Flow" means with respect to any given period, the cash proceeds received from the Company from the sale, other disposition or refinancing of any or all of the Property (including payments of principal and interest on obligations received by the Company in connection with such sale or other disposition) in excess of amounts necessary to discharge Company obligations with respect to such Property, plus the net income of the Company as determined for federal income tax purposes, increased by cost recovery and other deductions used in determining such net income that do not involve cash expenditures, and decreased by debt service payments, and expenditures required to be capitalized for federal income tax purposes.

1.05 "Code" means the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent superseding federal revenue laws.

1.06 "Company" means GGW Brands LLC, a Delaware limited liability company.

1.07 "Entity" means any general partnership, limited partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association.

1.08 "Initial Capital Contributions" means the amount of Capital Contributions set forth on Exhibit A, attached hereto and incorporated herein.

1.09 "Member" means Pablo, which is the sole member of the Company.

1.10 "Membership Interest" means the ownership interest of the Member in the Company at any particular time, including the right of such Member to any and all benefits to which such Member may be entitled as provided in this Agreement or the Act, together with the obligations of such Member to comply with all the terms and provisions of this Agreement and the Act. Such Membership Interest of the Member shall, except as specifically provided herein, be the percentage of the aggregate of such benefits or obligations specified in this Agreement as such Member's Percentage Interest.

1.11 "Operating Agreement" means this Operating Agreement as originally executed and as amended from time to time.

1.12 "Percentage Interest" means the percentage interest of Rafael Bernardino, Jr., an individual, which is 100%, as shown on Exhibit A hereof.

1.13 "Person" means any individual or entity, and the heirs, executors, administrators, legal representatives, successors and assigns of such Person, where the context so admits.

1.14 "Property" means all real and personal property, tangible or intangible, owned by the Company.

1.15 "Regulations" means the federal income tax regulations, including temporary (but not proposed) regulations, promulgated under the Code.

1.16 "Substitute Member" means any Person who or which is admitted to the Company as a substitute of the Member.

## ARTICLE 2

### FORMATION OF COMPANY

2.01 Formation. On October 14, 2010, Rafael Bernardino, Jr. organized the Company as a Delaware limited liability company under and pursuant to the Act.

2.02 Name. The name of the Company is GGW Brands LLC.



13.06 Severability. If any provision of this Operating Agreement or the application thereof to any Person or circumstance shall be invalid, illegal or unenforceable to any extent, the remainder of this Operating Agreement and the application thereof shall not be affected and shall be enforceable to the fullest extent permitted by law.

13.07 Heirs, Successors and Assigns. Each and all of the covenants, terms, provisions and agreements herein contained shall be binding upon and inure to the benefit of the parties hereto and, to the extent permitted by this Operating Agreement, their respective heirs, legal representatives, successors and assigns.

13.08 Creditors. None of the provisions of this Operating Agreement shall be for the benefit of or enforceable by any creditors of the Company.

*(Signature and exhibit pages follow.)*

IN WITNESS WHEREOF, the undersigned has caused this Operating Agreement to be executed as of the date first set forth above.

"MEMBER".

PABLO HOLDINGS LLC

ATP DIRECTORS LIMITED  
BY ITS DULY AUTHORIZED OFFICER

By: \_\_\_\_\_

Angela Pope and Lynnette Karetz

EXHIBIT A  
INITIAL CAPITAL CONTRIBUTION  
AND MEMBERSHIP INTEREST OF MEMBER

<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Membership Interest</u>
Pablo Holdings LLC 10940 Wilshire Boulevard Los Angeles, CA. 90024	\$1,000.00	100%




Exhibit Original for Page 30 of 18

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EXHIBIT D-2

DECLARATION

 <h2 style="margin: 0;">State of California</h2> <h3 style="margin: 0;">Secretary of State</h3>		<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;">L</div> <p style="margin: 10px 0;"><b>ENDORSED - FILED</b> In the office of the Secretary of State of the State of California</p> <p style="margin: 0 0 10px 0;">NOV 21 2012</p>																															
<p><b>STATEMENT OF INFORMATION</b> (Limited Liability Company)</p> <p>Filing Fee \$20.00. If this is an amendment, see instructions.</p> <p><b>IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM</b></p>																																	
<p>1. LIMITED LIABILITY COMPANY NAME</p> <p>GGW BRANDS LLC 201029810012</p> <p>7120 CARLSON CIRCLE UNIT 263 CANOGA PARK, CA 91303</p>																																	
This Space For Filing Use Only																																	
<p>File Number and State or Place of Organization</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"> <p>2. SECRETARY OF STATE FILE NUMBER 201029810012</p> </td> <td style="width: 50%;"> <p>3. STATE OR PLACE OF ORGANIZATION (If formed outside of California) DELAWARE</p> </td> </tr> </table>			<p>2. SECRETARY OF STATE FILE NUMBER 201029810012</p>	<p>3. STATE OR PLACE OF ORGANIZATION (If formed outside of California) DELAWARE</p>																													
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<p>No Change Statement</p> <p>4. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety.</p> <p><input type="checkbox"/> If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 15.</p>																																	
<p>Complete Addresses for the Following (Do not abbreviate the name of the city. Items 5 and 7 cannot be P.O. Boxes.)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE</td> <td style="width: 10%;">CITY</td> <td style="width: 10%;">STATE</td> <td style="width: 20%;">ZIP CODE</td> </tr> <tr> <td>7120 CARLSON CIRCLE, UNIT 263</td> <td>CANOGA PARK</td> <td>CA</td> <td>91303</td> </tr> <tr> <td>6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5</td> <td>CITY</td> <td>STATE</td> <td>ZIP CODE</td> </tr> <tr> <td>7. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)</td> <td>CITY</td> <td>STATE</td> <td>ZIP CODE</td> </tr> <tr> <td></td> <td></td> <td>CA</td> <td></td> </tr> </table>			5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE	7120 CARLSON CIRCLE, UNIT 263	CANOGA PARK	CA	91303	6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5	CITY	STATE	ZIP CODE	7. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)	CITY	STATE	ZIP CODE			CA												
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<p>Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address, a P.O. Box is not acceptable. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 13 must be left blank.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="5">12. NAME OF AGENT FOR SERVICE OF PROCESS PARACORP INCORPORATED</td> </tr> <tr> <td colspan="2">13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL</td> <td>CITY</td> <td>STATE</td> <td>ZIP CODE</td> </tr> <tr> <td colspan="2"></td> <td></td> <td>CA</td> <td></td> </tr> </table>				12. NAME OF AGENT FOR SERVICE OF PROCESS PARACORP INCORPORATED					13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL		CITY	STATE	ZIP CODE				CA																
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